

Carbonite Inc
Form 4
September 03, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VAZIRANI PRAVIN A

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG. 4,
SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Carbonite Inc [CARB]

3. Date of Earliest Transaction
(Month/Day/Year)

08/29/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/29/2013		S		487,328	D	\$ 14.25
							6,162,938
						I	By Menlo Ventures X, L.P. (2)
Common Stock	08/29/2013		S		4,143	D	\$ 14.25
							52,385
						I	By Menlo Entrepreneurs Fund X, L.P. (3)
Common Stock	08/29/2013		S		8,529	D	\$ 14.25
							107,855
						I	By MMEF X, L.P. (4)
Common Stock	08/29/2013		J(1)		1,461,988	D	Ⓣ 4,700,950
						I (1)	By Menlo Ventures X,

Common Stock	08/29/2013	J ⁽¹⁾	12,427	D	<u>(1)</u>	39,958	I ⁽¹⁾	L.P. ⁽²⁾ By Menlo Entrepreneurs Fund X, L.P. ⁽³⁾
Common Stock	08/29/2013	J ⁽¹⁾	25,585	D	<u>(1)</u>	82,270	I ⁽¹⁾	By MMEF X, L.P. ⁽⁴⁾
Common Stock	08/29/2013	J ⁽¹⁾	502	A	<u>(1)</u>	502	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAZIRANI PRAVIN A 3000 SAND HILL ROAD, BLDG. 4, SUITE 100 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Pravin A.
Vazirani

09/03/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Explanation of code (J): Pro rata in kind distribution without consideration by Menlo Ventures X, L.P., Menlo Entrepreneurs Fund X, L.P. and MMEF X, L.P. to all their partners, including MV Management X, L.L.C., which in turn distributed pro rata in kind without consideration the 15,000 shares it received to its members, which include Pravin A. Vazirani, a managing member of MV Management X, L.L.C and a director of the Issuer.

(1) These shares are owned directly by Menlo Ventures X, L.P. ("Menlo X"), whose sole general partner is MV Management X, L.L.C. ("MVM-X") of which Pravin A. Vazirani is a managing member and shares voting and investment power over the shares held by Menlo X. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(2) These shares are owned directly by Menlo Entrepreneurs Fund X, L.P., whose sole general partner is MVM-X of which Pravin A. Vazirani is a managing member and shares voting and investment power over the shares held by Menlo Entrepreneurs Fund X, L.P. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(3) These shares are owned directly by MMEF X, L.P., whose sole general partner is MVM-X of which Pravin A. Vazirani is a managing member and shares voting and investment power over the shares held by MMEF X, L.P. The reporting person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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